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Counsel for Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	
	)	Chapter 11
	)	
BALLY TOTAL FITNESS OF	)	Case No. 08-14818 (BRL)
GREATER NEW YORK, INC., <i>et al.</i> ,	)	
	)	
Reorganized Debtors	)	
	)	

**NOTICE OF SIXTH OMNIBUS OBJECTION OF REORGANIZED DEBTORS  
SEEKING TO DISALLOW CERTAIN DUPLICATE CLAIMS**

**TO THE CLAIMANTS IDENTIFIED IN EXHIBIT 1 TO THE  
PROPOSED ORDER ANNEXED HERETO PLEASE TAKE  
NOTICE OF THE FOLLOWING:**

1. Bally Total Fitness Holding Corporation ("Bally") and its direct and indirect subsidiaries in the above-captioned chapter 11 cases (collectively, the "Reorganized Debtors"), filed an objection to one or more proof(s) of claim you filed against one or more of the Reorganized Debtors (the "Objection"). The Objection is attached to this Notice and is entitled "Sixth Omnibus Objection of Reorganized Debtors Seeking to Disallow Certain Duplicate Claims (Tier 1 – Duplicate Claims)."
2. **Your proof(s) of claim may be disallowed and/or otherwise affected as a result of the Objection. Therefore, you should read this Notice and the attached Objection carefully.**
3. As described in the Objection, the Reorganized Debtors have determined that one or more of the proofs of claim you filed against one or more of the Reorganized Debtors is a duplicate of at least one other claim you filed. As a result, it is the Reorganized Debtors' position that you currently assert multiple claims for the same alleged liabilities.

4. The Bankruptcy Court established procedures for the Reorganized Debtors to contest and settle proofs of claims (the “Claims Objection and Settlement Procedures”) [Docket No. 918]. The attached Objection has been designated a “Tier I Objection” under the Claims Objection and Settlement Procedures. As a result, the procedures for Tier I Objections set forth in the Claims Objection and Settlement Procedures govern this Objection. A copy of the Claims Objection and Settlement Procedures can be obtained at Bally’s website at <http://www.kccllc.net/bally>.
5. A hearing (the “Hearing”) on the Objection will be held on October 1, 2009 at 10:00 AM, prevailing Eastern Time, before the Honorable Burton R. Lifland, United States Bankruptcy Judge, in Courtroom 623 at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.
6. If you disagree with the Objection’s treatment of your proof of claim, a representative of the Reorganized Debtors will be available to discuss a resolution of the Objection. To facilitate such a discussion, you may contact one of the following attorneys for the Reorganized Debtors:
  - ◆ Jordan Kaye at (212) 715-9489; or
  - ◆ Stephen Zide at (212) 715-9492.

The Reorganized Debtors’ attorneys may refer you to another representative of the Reorganized Debtors to resolve certain factual matters.

7. Your discussions with the Reorganized Debtors’ representatives may result in an agreement to settle the Objection to your proof of claim. If you reach an agreement to resolve the Reorganized Debtors’ Objection to your claim you will not need to file a response to the Objection or attend the Hearing. Speaking with Reorganized Debtors’ attorneys or other representatives does NOT mean that you have reached an agreement to resolve the Objection to your proof of claim.
8. If you disagree with the Objection’s treatment of your proof of claim and you are unable to resolve your disagreement with the Reorganized Debtors, you or your attorney **must** file a written response (a “Response”) to the Objection **no later September 21, 2009 at 4:00 PM prevailing Eastern Time** with the Clerk of the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.

**\*\*\* Your failure to file a timely Response may result in the waiver of your rights to contest the relief sought in the Objection. \*\*\***

9. You must serve copies of any Response you file so they will be **actually received** no later than **September 21, 2009 at 4:00 PM, 20 days after you receive service of the Objection, prevailing Eastern Time**, by the following parties: (i) the

Reorganized Debtors' attorneys at Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Jordan Kaye; and (ii) the parties on the Special Service List in these cases, established under the Administrative Order Establishing Case Management and Scheduling Procedures (as it may be further amended, the "Case Management Order") [Docket No. 173]. A copy of the Case Management Order and the addresses for the parties on the Special Service List can be obtained at Bally's website at <http://www.kccllc.net/bally>.

10. Any Response must contain, at a minimum, the following:
  - ◆ The approved case caption (including the date of the Hearing or Initial Status Conference in the upper right-hand corner) and the title of the Objection to which the Response is directed (e.g., "Response to Sixth Omnibus Objection of Reorganized Debtors Seeking to Disallow Certain Duplicate Claims");
  - ◆ The name of the Claimant and a statement of the basis for the amount of its underlying proof of claim;
  - ◆ A concise statement setting forth the reasons why the Court should not sustain the Objection, including, but not limited to, the factual and legal bases for your opposition to the Objection;
  - ◆ A copy of any documentation or other evidence in support of the Claim that you are aware you will rely upon in opposing the Objection at the Hearing, to the extent that such documentation or evidence was not included with your proof of claim;
  - ◆ A declaration of a person with personal knowledge of the relevant facts that support the Response unless you intend to rely solely on the documents submitted with the proof of claim and Response;
  - ◆ The name(s), address(es), telephone number(s), facsimile number(s) and e-mail address(es) of the person(s) to whom the Reorganized Debtors should serve a reply to the Response (i.e., you and/or your legal representative); and
  - ◆ To facilitate a resolution of Objections, you are encouraged to furnish the Reorganized Debtors with the name(s), address(es), telephone number(s), facsimile number(s) and e-mail addresses of the person(s) who possess the authority to reconcile, settle or otherwise resolve the Objection on your behalf.
11. Only those Responses made in accordance with the above-referenced requirements and timely filed and received by the Court and the Reorganized Debtors' attorneys will be considered by the Court at the Hearing. **If you do not timely file and serve the Response in accordance with the above-referenced procedures, the Court may enter an order granting the relief requested in the**

**Objection without further notice or hearing.** If you file a Response and the Objection is not otherwise resolved, the Objection will be presented to the Court at the Hearing.

12. The Reorganized Debtors and the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) may file a reply to any Response no later than two business days before the Hearing. At the discretion of the Reorganized Debtors and after notice to you, the Hearing may be adjourned to any subsequent omnibus hearing date in these cases.
13. Upon the receipt of a timely Response, the Reorganized Debtors may designate the Objection to be a Tier II Objection, subject to the procedures for Tier II Objections described in the Claims Objection and Settlement Procedures. If the Reorganized Debtors make such a designation, they will serve on you, your counsel (if applicable), and the parties on the Special Service List, a separate written notice of such designation (a “Tier II Designation”), and a modified Objection Notice which will summarize the Tier II Objection procedures (a “Specialized Notice”).
14. If the Reorganized Debtors determine that discovery is necessary in advance of the Hearing or if Reorganized Debtors are unable to resolve their differences with you through negotiations, the Reorganized Debtors may serve on you, your counsel (if applicable), and the parties on the Special Service List, a notice that the scheduled Hearing will be treated as a status conference during which the Reorganized Debtors will request that the Court issue a scheduling order to facilitate resolution of the litigation.
15. You may obtain copies of any proof of claim filed against the Reorganized Debtors from the website maintained by the Reorganized Debtors’ noticing and claims agent, Kurtzman Carson Consultants (“KCC”), on the Internet at <http://www.kccllc.net/bally>. You can perform a “Claim / Creditor Search” using the Claimant’s name or the claim number. If you do not have access to the Internet, you can request a copy of any proof of claim, pleading or service list from KCC by calling the Bally Information Line at 888-830-4664.

16. Nothing in this Notice or the Objection constitutes a waiver of the Reorganized Debtors' right to assert any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent transfer actions or any other bankruptcy claims against you. The Reorganized Debtors reserve the right to assert additional objections to your proof(s) of claim.

Dated: September 1, 2009  
New York, New York

KRAMER LEVIN NAFTALIS &  
FRANKEL LLP

/s/ Jordan Kaye  
Kenneth H. Eckstein  
P. Bradley O'Neill  
Jordan D. Kaye  
1177 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 715-9100

Counsel for Reorganized Debtors

KRAMER LEVIN NAFTALIS & FRANKEL LLP  
1177 Avenue of the Americas  
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Kenneth H. Eckstein  
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Counsel for Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	
	)	Chapter 11
	)	
BALLY TOTAL FITNESS OF	)	Case No. 08-14818 (BRL)
GREATER NEW YORK, INC., <i>et al.</i> ,	)	
	)	
Reorganized Debtors.	)	
	)	

**SIXTH OMNIBUS OBJECTION OF REORGANIZED DEBTORS SEEKING TO  
DISALLOW CERTAIN DUPLICATE CLAIMS**

**(TIER I – DUPLICATE CLAIMS)**

TO THE HONORABLE BURTON R. LIFLAND,  
UNITED STATES BANKRUPTCY JUDGE:

Bally Total Fitness Holding Corporation (“Bally”) and its direct and indirect subsidiaries in the above-captioned chapter 11 cases, as Reorganized Debtors (collectively, the “Reorganized Debtors”, and together with Bally’s non-debtor subsidiaries, the “Company”), respectfully represent as follows:

**General Background**

1. On December 3, 2008 (the “Petition Date”), each of the Reorganized Debtors commenced cases (the “Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. On August 19, 2009, this Court entered an order (the “Confirmation Order”) [Docket No. 1408] confirming the Second Amended Joint Plan of Reorganization of the Debtors Under Chapter 11 of the Bankruptcy Code, dated August 14, 2009 (the “Plan”) [Docket No. 1376]. The Effective Date of the Plan occurred on September 1, 2009 (the “Effective Date”).

3. Pursuant to Article IV of the Plan, the Reorganized Debtors’ estates have been substantively consolidated for, among other things, the purpose of distributions to creditors.

### **Background Regarding the Claims Process**

4. On January 20, 2009, the Reorganized Debtors filed their respective schedules of assets and liabilities (collectively and as amended, the “Schedules”), which identified approximately 4,000 potential creditors of their estate. In addition, on March 4, 2009 the Reorganized Debtors amended their Schedules and identified approximately 35,000 additional potential creditors of their estate.

5. By an order entered on January 23, 2009 (the “Bar Date Order”) [Docket No. 514], the Court established March 9, 2009, as the general bar date for creditors to file proofs of claim asserting prepetition liabilities against the Reorganized Debtors (the “General Bar Date”). The Bar Date Order, among other things, also established bar dates for the filing of proofs of claim in response to any amendments to the Schedules and claims for damages arising from the rejection of executory contracts and unexpired leases (collectively with the General Bar Date, the “Bar Dates”).<sup>1</sup> A notice of the Bar Dates (the “Bar Date Notice”) was served on all known creditors and potential

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<sup>1</sup> Under the Bar Date Order, certain types of claims, including claims afforded administrative expense status, are not subject to the Bar Dates.

creditors in accordance with the requirements of the Bar Date Order. The Bar Date Notice was published on February 2, 2009 in *USA Today* (national edition) and the *Chicago Tribune* (classifieds).

6. In response to the Bar Date Notice, approximately 3,550 unsecured, secured, priority and administrative claims (collectively, the “Claims”) have been asserted in approximately 3,250 proofs of claim filed in these cases to date. Taking into account Claims have been expunged, an aggregate of 3,374 Claims and 1,411 Scheduled Claims are currently pending against the Reorganized Debtors, identifying asserted liabilities in excess of \$20.7 billion, plus unliquidated amounts.

7. On April 15, 2009, the Reorganized Debtors filed the Motion for an Order Establishing Claims Objection and Settlement Procedures (“Claims Objection and Settlement Procedures Motion”) [Docket No. 892]. On April 29, 2009, the Court granted the Claims Objection and Settlement Procedures Motion and entered an order establishing claims objection and settlement procedures (the “Claims Objection and Settlement Procedures”) [Docket No. 918].

### **Jurisdiction**

8. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Requested Relief**

9. Pursuant to sections 105 and 502 of the Bankruptcy Code, Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Claims Objection and Settlement Procedures, the Reorganized Debtors hereby seek entry of the proposed order attached hereto as Exhibit A (the “Proposed Order”) disallowing

and expunging the duplicate proofs of claim (the “Disputed Claims”) marked as “Expunged” on the chart attached to the Proposed Order as Exhibit 1 (the “Duplicate Claims List”).

10. By this Objection, the Reorganized Debtors seek to expunge a total of \$562,481.73 in general unsecured claims.

#### **Request to Disallow the Disputed Claims**

11. This Objection is designated as a “Tier I” Objection. Pursuant to the Claims Objection and Settlement Procedures, Tier I Objections include objections to, among other things, (a) two or more proofs of claim asserting the same liability against the same Debtor or bankruptcy estate; (b) a proof of claim that was amended or superseded by a later filed proof of claim or (c) any other similar situation where two claims duplicatively assert the same liability in whole or in part. See Claims Objection and Settlement Procedures at § I.A.1.

12. Pursuant to the Plan, the Reorganized Debtors are consolidated for the purpose of making distributions hereunder. Because holders of allowed claims “shall be entitled to their share of assets available for distribution . . . without regard to which Debtor was originally liable for such Claim,” otherwise identical claims that have been asserted against two or more Reorganized Debtors are effectively duplicate claims for distribution purposes. See Plan Art. IV.

13. Certain of the claimants identified on the Duplicate Claims List (collectively, the “Claimants”) filed identical claims against two or more of the Reorganized Debtors. Because of the Reorganized Debtors’ consolidation under the Plan for distribution purposes, such Claimants will be entitled to receive only a single distribution on account of their duplicate claims (assuming such claims are valid).

14. Other Claimants filed duplicate claims against a single debtor; these Claimants will also be entitled to only a single distribution from the Reorganized Debtors provided their claims are valid.

15. All Claimants who filed Disputed Claims – both those who filed against two or more Debtors and those who filed against a single Debtor – currently assert multiple claims for the same liabilities. Accordingly, by this Objection, the Reorganized Debtors seek to disallow and expunge the Disputed Claims and thereby limit each Claimant to a single remaining claim against, and a single potential recovery from, the Reorganized Debtors’ estate (as consolidated under the Plan) arising from a single alleged obligation.

16. For each of the Disputed Claims, the Reorganized Debtors have identified a surviving claim asserting the same liability (a “Surviving Claim”), which will be unaffected by the relief requested in this Objection. The Surviving Claims are identified as “Surviving” on the Duplicate Claims List. The Claimants’ rights to assert the liabilities alleged in the Surviving Claims against the Reorganized Debtors’ estate will be preserved, subject to the Reorganized Debtors’ ongoing rights to object to the Surviving Claims on any grounds.

17. For all of the foregoing reasons, the Disputed Claims should be disallowed and expunged.

### **Reservation of Rights**

18. The Reorganized Debtors reserve the right to object further to each of the Surviving Claims and, to the extent not disallowed and expunged, the Disputed Claims on any and all additional factual or legal grounds. Without limiting the generality of the foregoing, the Reorganized Debtors specifically reserve the right to amend this

Objection, file additional papers in support of this Objection or take other appropriate actions, including to: (a) respond to any allegation or defense that may be raised in a Response filed in accordance with the Claims Objection and Settlement Procedures by or on behalf of any of the Claimants or other interested parties; (b) object further to any Disputed Claim for which a Claimant provides (or attempts to provide) additional documentation or substantiation; (c) object further to any Disputed Claim based on additional information that may be discovered upon further review by the Reorganized Debtors or through discovery pursuant to the applicable provisions of Part VII of the Bankruptcy Rules and Section I.B.9 of the Claims Objection and Settlement Procedures; and (d) in the event the Reorganized Debtors deem it necessary, redesignate this Objection as a Tier II Objection (as such term is defined in the Claims Objection and Settlement Procedures) as to any particular claim. In addition, as described above and as contemplated and permitted under the Claims Objection and Settlement Procedures, the Reorganized Debtors reserve and retain their rights to object to the Surviving Claims on any and all available grounds.

### **Notice**

19. Pursuant to the Claims Objection and Settlement Procedures, notice of this Objection has been given to (a) the party whose name appears in the address and notice block for each Claim subject to the Tier 1 Objection; (b) the parties identified on the Special Service List in these cases, established under the Administrative Order Establishing Case Management and Scheduling Procedures (as it may be further amended, the “Case Management Order”) [Docket No. 173]; and (c) the parties on the General Service List in these cases, established under the Case Management Order. The method of service for all parties served with a Tier 1 Objection shall be as set forth in the

Case Management Order. The Reorganized Debtors submit that no other or further notice need be provided.

WHEREFORE, the Reorganized Debtors respectfully request that the Court (i) enter an order, substantially in the form attached hereto as Exhibit A disallowing and expunging the Disputed Claims and (ii) grant such other and further relief to the Reorganized Debtors as the Court may deem proper.

Dated: September 1, 2009  
New York, New York

KRAMER LEVIN NAFTALIS &  
FRANKEL LLP

/s/ Jordan Kaye

Kenneth H. Eckstein

P. Bradley O'Neill

Jordan D. Kaye

1177 Avenue of the Americas

New York, New York 10036

Telephone: (212) 715-9100

Counsel for Reorganized Debtors

**EXHIBIT A**  
**PROPOSED ORDER**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re )  
 ) Chapter 11  
BALLY TOTAL FITNESS OF )  
GREATER NEW YORK, INC., et al., ) Case No. 08-14818 (BRL)  
 )  
 )  
Reorganized Debtors. )  
 )  
----- X

**SIXTH ORDER DISALLOWING DUPLICATE CLAIMS**

**(TIER I – DUPLICATE CLAIMS)**

This matter coming before the Court on the Sixth Omnibus Objection of Reorganized Debtors Seeking to Disallow Certain Duplicate Claims (the “Objection”),<sup>2</sup> filed by the Reorganized Debtors in the above-captioned cases (collectively, the “Reorganized Debtors”); the Court having reviewed the Objection and having heard the statements of counsel regarding the relief requested in the Objection at a hearing before the Court (the “Hearing”); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and (c) notice of the Objection and the Hearing was sufficient under the circumstances and in full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Claims Procedures Order; and the Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein;

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<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Objection.

IT IS HEREBY ORDERED THAT:

1. The Objection is SUSTAINED.
2. Each of the claims identified as “Expunged” on the chart annexed as Exhibit 1 hereto is expunged, pursuant to section 502 of the Bankruptcy Code.
3. Each of the claims identified as a “Surviving Claim” on the chart annexed as Exhibit 1 hereto is unaffected by the relief granted herein. The Reorganized Debtors retain their rights to object to the Surviving Claims on any and all available grounds.
4. The Reorganized Debtors; the Reorganized Debtors’ claims and noticing agent, Kurtzman Carson Consultants; and the Clerk of this Court are authorized to take any and all actions that are necessary or appropriate to give effect to this Order.

Dated: \_\_\_\_\_, 2009  
New York, New York

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
John A Donofriotreass	1337	2/26/09	SURVIVING	John A Donofriotreass c o Marvin D Evans 220 S Balch St Ste 118 Akron, OH 44302-1606		UNLIQUIDATED			BTF Cincinnati Corporation
John A Donofriotreass	1343	2/26/09	EXPUNGED	John A Donofriotreass c o Marvin D Evans 220 S Balch St Ste 118 Akron, OH 44302-1606		UNLIQUIDATED			BTF Cincinnati Corporation
John A Donofriotreass	1342	2/26/09	EXPUNGED	John A Donofriotreass c o Marvin D Evans 220 S Balch St Ste 118 Akron, OH 44302-1606		UNLIQUIDATED			Bally Total Fitness of Greater New York, Inc.
John A Donofriotreass	1341	2/26/09	EXPUNGED	John A Donofriotreass c o Marvin D Evans 220 S Balch St Ste 118 Akron, OH 44302-1606		UNLIQUIDATED			Bally Total Fitness of Greater New York, Inc.
John A Donofriotreass	1340	2/26/09	EXPUNGED	John A Donofriotreass c o Marvin D Evans 220 S Balch St Ste 118 Akron, OH 44302-1606		UNLIQUIDATED			Bally Total Fitness of Greater New York, Inc.
John A Donofriotreass	1339	2/26/09	EXPUNGED	John A Donofriotreass c o Marvin D Evans 220 S Balch St Ste 118 Akron, OH 44302-1606		UNLIQUIDATED			BTF Indianapolis Corporation
John A Donofriotreass	1338	2/26/09	EXPUNGED	John A Donofriotreass c o Marvin D Evans 220 S Balch St Ste 118 Akron, OH 44302-1606		UNLIQUIDATED			Bally Total Fitness of Greater New York, Inc.
JOHN LEE	2962	3/24/09	SURVIVING	JOHN LEE 28 PARK ST APT B ALHAMBRA, CA 91801				\$1,624.00	Bally Total Fitness Corporation
John Lee	1351	2/26/09	EXPUNGED	John Lee 28 PARK ST APT B ALHAMBRA, CA 91801				\$1,624.00	Bally Total Fitness Corporation
John W Dalton Esq	1747	3/6/09	SURVIVING	John W Dalton Esq Law Offices of John W Dalton Via De La Valle Ste 207 Solana Beach, CA 92075				UNLIQUIDATED	Bally Total Fitness Corporation
John W Dalton Esq	2285	3/6/09	EXPUNGED	John W Dalton Esq Law Offices of John W Dalton Via De La Valle Ste 207 Solana Beach, CA 92075				UNLIQUIDATED	Bally Total Fitness Holding Corporation
John W Dalton Esq	2279	3/6/09	EXPUNGED	John W Dalton Esq Law Offices of John W Dalton Via De La Valle Ste 207 Solana Beach, CA 92075				UNLIQUIDATED	Bally Total Fitness of Greater New York, Inc.
John W Dalton Esq	1752	3/6/09	EXPUNGED	John W Dalton Esq Law Offices of John W Dalton Via De La Valle Ste 207 Solana Beach, CA 92075				UNLIQUIDATED	Bally Total Fitness of the Mid-Atlantic, Inc.
John W Dalton Esq	1731	3/6/09	EXPUNGED	John W Dalton Esq Law Offices of John W Dalton Via De La Valle Ste 207 Solana Beach, CA 92075				UNLIQUIDATED	Health & Tennis Corporation of New York
John W Dalton Esq	1202	3/6/09	EXPUNGED	John W Dalton Esq Law Offices of John W Dalton Via De La Valle Ste 207 Solano Beach, CA 92075				UNLIQUIDATED	BTF/CFI, Inc.
John W Dwyer	2442	3/6/09	SURVIVING	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness Corporation

## Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
John W Dwyer	2662	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Franchise RSC, Inc.
John W Dwyer	2661	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTF Indianapolis Corporation
John W Dwyer	2660	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTF Europe Corporation
John W Dwyer	2659	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Toledo, Inc.
John W Dwyer	2658	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of the Southeast, Inc.
John W Dwyer	2657	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTF Minneapolis Corporation
John W Dwyer	2656	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTF/CFI, Inc.
John W Dwyer	2655	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Franchising Holdings, Inc.
John W Dwyer	2654	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Real Estate I LLC
John W Dwyer	2653	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally REFS West Hartford LLC
John W Dwyer	2652	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Sports Clubs, Inc.
John W Dwyer	2450	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of the Midwest, Inc.
John W Dwyer	2449	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of the Mid-Atlantic, Inc.

## Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
John W Dwyer	2448	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Upstate New York, Inc.
John W Dwyer	2447	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTF Cincinnati Corporation
John W Dwyer	2446	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	New Fitness Holding Co., Inc.
John W Dwyer	2445	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Jack LaLanne Holding Corp.
John W Dwyer	2444	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Holiday/Southeast Holding Corporation
John W Dwyer	2443	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Holiday Health Clubs of the East Coast, Inc.
John W Dwyer	2441	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness Franchising, Inc.
John W Dwyer	2440	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness International, Inc.
John W Dwyer	2439	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of California, Inc.
John W Dwyer	2438	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Health & Tennis Corporation of New York
John W Dwyer	2437	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Connecticut Coast, Inc.
John W Dwyer	2436	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Colorado, Inc.
John W Dwyer	2435	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Greater Philly No. 2 Holding Company

Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
John W Dwyer	2433	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Greater Philly No. 1 Holding Company
John W Dwyer	2432	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Nycon Holding Co., Inc.
John W Dwyer	2431	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Philadelphia, Inc.
John W Dwyer	2430	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	U.S. Health, Inc.
John W Dwyer	2429	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Tidelands Holiday Health Clubs, Inc.
John W Dwyer	2428	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Rhode Island, Inc.
John W Dwyer	2427	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Rhode Island Holding Company
John W Dwyer	2426	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BTFF Corporation
John W Dwyer	2425	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	BT FCC, Inc.
John W Dwyer	2424	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Greater New York, Inc.
John W Dwyer	2423	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally ARA Corporation
John W Dwyer	2421	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Fitness Franchising, Inc.
John W Dwyer	2420	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness Holding Corporation

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Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin	Priority	Secured	General Unsecured	Debtor Name
John W Dwyer	2419	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Connecticut Valley, Inc.
John W Dwyer	2418	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Minnesota, Inc.
John W Dwyer	2417	3/6/09	EXPUNGED	John W Dwyer Patrick J Trostle Jenner & Block LLP 919 Third Ave 37th Fl New York, NY 10022-3908				UNLIQUIDATED	Bally Total Fitness of Missouri, Inc.
JPMorgan Chase Bank NA	2621	3/9/09	SURVIVING	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness Corporation
JPMorgan Chase Bank NA	2451	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JP Morgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness Holding Corporation
JPMorgan Chase Bank NA	2452	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of Rhode Island, Inc.
JPMorgan Chase Bank NA	2638	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of Upstate New York, Inc.
JPMorgan Chase Bank NA	2637	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Sports Clubs, Inc.
JPMorgan Chase Bank NA	2636	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness Franchising, Inc.
JPMorgan Chase Bank NA	2635	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Holiday/Southeast Holding Corporation
JPMorgan Chase Bank NA	2634	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Greater Philly No. 2 Holding Company

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Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
JPMorgan Chase Bank NA	2633	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Greater Philly No. 1 Holding Company
JPMorgan Chase Bank NA	2632	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Franchising Holdings, Inc.
JPMorgan Chase Bank NA	2631	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of Connecticut Valley, Inc.
JPMorgan Chase Bank NA	2630	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Franchise RSC, Inc.
JPMorgan Chase Bank NA	2642	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	U.S. Health, Inc.
JPMorgan Chase Bank NA	2641	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of the Mid-Atlantic, Inc.
JPMorgan Chase Bank NA	2640	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Nycon Holding Co., Inc.
JPMorgan Chase Bank NA	2639	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally REFS West Hartford LLC
JPMorgan Chase Bank NA	2625	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of the Midwest, Inc.
JPMorgan Chase Bank NA	2624	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness International, Inc.
JPMorgan Chase Bank NA	2623	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness Franchising, Inc.

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Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
JPMorgan Chase Bank NA	2622	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of Greater New York, Inc.
JPMorgan Chase Bank NA	2620	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Health & Tennis Corporation of New York
JPMorgan Chase Bank NA	2619	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Tidelands Holiday Health Clubs, Inc.
JPMorgan Chase Bank NA	2618	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Rhode Island Holding Company
JPMorgan Chase Bank NA	2616	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of Philadelphia, Inc.
JPMorgan Chase Bank NA	2612	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Jack LaLanne Holding Corp.
JPMorgan Chase Bank NA	2608	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	New Fitness Holding Co., Inc.
JPMorgan Chase Bank NA	2606	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of Minnesota, Inc.
JPMorgan Chase Bank NA	2605	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of Connecticut Coast, Inc.
JPMorgan Chase Bank NA	2604	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of Colorado, Inc.
JPMorgan Chase Bank NA	2488	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of California, Inc.

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Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
JPMorgan Chase Bank NA	2479	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel JPMorgan Chase Bank NA 10 S Dearborn St 6th Fl Mail Code IL 1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of Missouri, Inc.
JPMorgan Chase Bank NA	2628	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell 10 S Dearborn St 6th Fl Mail Code IL1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of the Southeast, Inc.
JPMorgan Chase Bank NA	2627	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell 10 S Dearborn St 6th Fl Mail Code IL1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	BTF/CFI, Inc.
JPMorgan Chase Bank NA	2626	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell 10 S Dearborn St 6th Fl Mail Code IL1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Bally Total Fitness of Toledo, Inc.
JPMorgan Chase Bank NA	2629	3/9/09	EXPUNGED	JPMorgan Chase Bank NA Joseph M Russell Assistant General Counsel 10 S Dearborn St 6th Fl Mail Code IL1 0080 Chicago, IL 60603-2003			UNLIQUIDATED	UNLIQUIDATED	Holiday Health Clubs of the East Coast, Inc.
Jung Soon Lee	2078	3/4/09	SURVIVING	Jung Soon Lee c/o Douglas Kaplan Esq 124 N merrick Ave Merrick, NY 11566				\$500,000.00	Bally Total Fitness Holding Corporation
Jung Soon Lee	2079	3/4/09	EXPUNGED	Jung Soon Lee c/o Douglas Kaplan Esq 124 N merrick Ave Merrick, NY 11566				\$500,000.00	Bally Total Fitness of Greater New York, Inc.
Karen Hatfield & James HATFIELD WIFE & HUSBAND	1854	2/23/09	SURVIVING	Karen Hatfield & James HATFIELD WIFE & HUSBAND c/o Nicholas Gambino Jr PC 10000 Lincoln Drive west suite 1 Marlton, NJ 08053				UNLIQUIDATED	Bally Total Fitness Corporation
Karen Hatfield & James HATFIELD WIFE & HUSBAND	1155	2/23/09	EXPUNGED	Karen Hatfield & James HATFIELD WIFE & HUSBAND c/o Nicholas Gambino Jr PC 10000 Lincoln Drive west suite 1 Marlton, NJ 08053				UNLIQUIDATED	Bally Total Fitness of Philadelphia, Inc.
KASOWITZ BENSON TORRES & FRIEDMAN LLP	1130	2/19/09	SURVIVING	KASOWITZ BENSON TORRES & FRIEDMAN LLP ATTN ANDREW K GLENN & JEFFREY R GLEIT 1633 BROADWAY NEW YORK, NY 10019				\$60,857.73	Bally Total Fitness Corporation
KASOWITZ BENSON TORRES & FRIEDMAN LLP	1163	2/19/09	EXPUNGED	KASOWITZ BENSON TORRES & FRIEDMAN LLP ATTN ANDREW K GLENN & JEFFREY R GLEIT 1633 BROADWAY NEW YORK, NY 10019				\$60,857.73	Bally Total Fitness Holding Corporation
Kevin Lai	1193	3/6/09	SURVIVING	Kevin Lai c o James M Trush Esq Trush Law Office 695 Town Center Dr No 700 Costa Mesa, CA 92626-7187				UNLIQUIDATED	Bally Total Fitness Corporation
Kevin Lai	1201	3/6/09	EXPUNGED	Kevin Lai c o James M Trush Esq Trush Law Office 695 Town Center Dr No 700 Costa Mesa, CA 92626-7187				UNLIQUIDATED	Bally Total Fitness of California, Inc.
TOTAL:					\$0.00	\$0.00	\$0.00	\$562,481.73	